

**EXHIBIT A
REDACTED**

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

NOVO NORDISK A/S,

Plaintiff and Counterdefendant,

v.

C. A. No. 05-645-SLR

AVENTIS PHARMACEUTICALS INC,
SANOFI-AVENTIS, and AVENTIS
PHARMA DEUTSCHLAND GMBH

Defendants and Counterplaintiffs.

**PROPOSED ORDER GRANTING PLAINTIFF'S MOTION TO VOLUNTARILY
DISMISS THE COMPLAINT AND TO DISMISS DEFENDANTS' COUNTERCLAIMS
FOR LACK OF SUBJECT MATTER JURISDICTION**

The Court has considered Novo Nordisk A/S' Motion to Voluntarily Dismiss the Complaint and to Dismiss Defendants' Counterclaims for Lack of Subject Matter Jurisdiction (the "Motion"). After considering Novo Nordisk's Motion and the parties' positions related thereto, IT IS HEREBY:

ORDERED that the Complaint against Defendants be dismissed without prejudice; and

ORDERED that Defendants' counterclaims against Plaintiff be dismissed without prejudice.

IT IS SO ORDERED this _____ day of _____, 2007.

Judge Sue L. Robinson